

**EXHIBIT D**

[LETTERHEAD]

March [ ], 2011

[PURCHASER]

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Re: State Acknowledgement

Ladies and Gentlemen:

We are in receipt of that certain Assignment Agreement (the “Agreement”) dated [ ] by and among [PURCHASER] (“Qualified Purchaser”) and [VENDOR] (“Participating Vendor”), pursuant to which certain Assigned Receivables (as defined in the Agreement) have been assigned by Participating Vendor to Qualified Purchaser. Effective as of the date hereof, [AGENCY] hereby acknowledges Participating Vendor’s assignment of the Assigned Receivables to Qualified Purchaser, and recognizes Qualified Purchaser as the assignee and owner of the Assigned Receivables.

We have certified that the payment is valid and have approved the appropriate voucher changes at the Illinois Office of the Comptroller for proper delivery.

[AGENCY]

By: \_\_\_\_\_  
[ ]  
Director